

THE LEAGUE OF WOMEN VOTERS OF COLLIER COUNTY
(LWVCC) BYLAWS
(approved 4/30/12)

ARTICLE I

Name

Name: The name of this organization shall be League of Women Voters of Collier County, hereinafter referred to as LWVCC. This local League is an integral part of the League of Women Voters of the United States (LWVUS) and of the League of Women Voters of Florida (LWVF).

ARTICLE II

Purpose and Policy

Section 1. Purposes: The purposes of the LWVCC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Political Policy: The League shall not support or oppose any political party or any candidate.

ARTICLE III

Membership

Section 1. Eligibility: Any person who subscribes to the purposes and policy of the LWVUS shall be eligible for membership.

Section 2. Types of membership:

A. Voting Members: Citizens, at least eighteen (18) years of age, who join the League shall be voting members of local Leagues, state Leagues and the LWVUS

1. Individuals who live within an area of a local League may join that League or any other local League.

2. Those who reside outside the area of any local League may join a local League or shall be state members-at-large.

3. Those who have been members of the League for fifty (50) years or more shall be life members, excused from the payment of dues.

B. Associate Members: All others who join the League shall be associate members.

ARTICLE IV

Board of Directors

Section 1. Number, Manner of Selection and Terms of Office: The Board of Directors shall consist of the officers of the LWVCC, six elected directors and not more than six appointed directors. All directors shall be voting members of the LWVCC. Three members shall be elected by the general membership at each annual meeting

and shall serve for a term of two (2) years, or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding six (6), as they deem necessary, to carry on the work of the League. The terms of office of the appointed directors shall be one (1) year and shall expire at the conclusion of the next annual meeting.

Immediate Past President: The immediate past president shall serve on the board for two years following service as president. Duties shall include serving as the chair of the Governance Committee and others as requested by the president.

Section 2. Qualifications: No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless she or he is a voting member of the LWVCC.

Section 3. Vacancies: Any vacancy occurring in the Board of Directors by reason of the resignation, death or disqualification of an officer or elected member may be filled until the next annual meeting, by a majority voting of the remaining members of the Board of Directors. Three (3) consecutive absences from a board meeting of any member without a valid reason shall be deemed a resignation.

Section 4. Powers and Duties: The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. It shall select delegates to state convention, and to the national convention. It shall plan and direct the work necessary to carry out the program as adopted by the national convention, the state convention and the annual meeting. Authorization of the Board is required before the signing of contracts or other instruments can take place. The Board shall create and designate such special committees as it may deem necessary.

Section 5. Executive Committee: The Board may appoint an Executive Committee of no fewer than five (5) members of the Board; at least one (1) member shall be an officer and shall serve as Chair. This committee shall exercise such power and authority as may be delegated to it by the Board and shall report to Board members on all actions taken by it between regular meetings of the Board.

ARTICLE V Officers

Section 1. Enumeration and election of Officers: The Officers of the LWVCC shall be a president or co-presidents (the term "president" shall hereinafter used may also mean "co-president"), first vice-president or co-first vice-presidents (the term "first vice-president" hereinafter used may also mean "co-first vice-president"), a second vice-president, the secretary and the treasurer. All Officers shall be voting members of the LWVCC. The president, first vice-president, the second vice-president, the secretary and the treasurer shall be elected for a term of two (2)

years, by the general membership at the annual meeting and take office immediately. The president, first vice-president and secretary shall be elected in the odd-numbered years. The second vice-president and the treasurer shall be elected in the even-numbered years. The number of Officers in any given year shall be limited to six (6). The president may serve a maximum of four (4) consecutive years and may serve again as president after three years out of the office.

Section 2. President: The president shall preside at all meetings of the organization and of the Board of Directors. The president shall be, ex-officio, a member of all committees. She, he or they shall have such usual powers of supervision and management as may pertain to the office of the president, including appointment of committee chairs except the governance committee, and shall perform such other duties as may be designated by the Board.

Section 3. Vice-President: Either of the vice-presidents, in the order of their rank, shall in the event of absence, disability or death of the president, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall select one of its members to fill the vacancy. The vice-presidents shall perform such other duties as the president and the Board may designate.

Section 4. Secretary: The secretary (or in the absence of the secretary, the board appointed designee) shall keep minutes of the annual meeting of the LWVCC and all the meetings of the Board of Directors. The secretary (or in the absence of the secretary, the board appointed designee) shall sign, with the president, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident of the office. The Secretary shall notify all board members of their election.

Section 5. Treasurer: The treasurer shall collect and receive all monies due. The treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors and shall disburse the same only upon order of the Board. The Directors whose signatures are on the bank account as authorized by the Board may in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The treasurer shall present statements to the Board at its regular meetings and an annual report to the annual meeting. There shall be a review of the treasurer's books at the close of each year.

ARTICLE VI Finance Administration

Section 1. Fiscal Year: The fiscal year of the LWVCC shall commence on the first day of April each year.

Section 2. Dues: Annual dues may be automatically adjusted whenever there is a change in

state or national dues. The amount for local use shall be set by members at the annual meeting. Dues for student members, for a second individual or family member who shares the same household, persons under 18 years of age, non-citizens, and members of other Leagues who are seasonal attendees of the LWVCC shall be one half of the regular members' dues.

Section 3: Budget: A budget for the ensuing year shall be submitted by the Board of Directors to the annual meeting for adoption. The budget shall include support for the work of the League as a whole.

Section 4. Finance Committee: A finance committee shall be appointed by the Board of Directors at its meeting. The treasurer shall serve as its chair. It is responsible for reviewing and providing guidance for the organization's financial matters including the preparation of a budget for the ensuing year. The proposed budget shall be sent to all members at least one (1) week before the annual meeting.

Section 5. Distribution of Funds on Dissolution: In the event of the dissolution of the LWVCC, all monies and securities, which may at the time, be owned by or under the control of the LWVCC, shall be paid to the LWVF after the state and national per-member-payments (pmp) and other obligations have been met. All other property of whatsoever nature, whether real, personal or mixed, which may at the time be owned or under the control of the LWVCC, shall be disposed of to such person, organization, or corporation for such public charitable or educational use and purposes as the Board of Directors, in its absolute discretion may designate.

ARTICLE VII Meetings

Section 1. Membership Meetings: There shall be at least four (4) general meetings of the membership each year. Time and place of said meetings shall be determined by the Board of Directors. Notice of the membership meetings shall be given to the membership at least two weeks in advance.

Quorum: A quorum at all membership meetings of the LWVCC shall be constituted of those present and eligible to vote at such meetings.

Section 2. Annual Meeting: An annual meeting shall be held in March or April, the exact date to be determined by the Board of Directors. Notice of the annual meeting shall be given to the membership at least two (2) weeks in advance of said meeting. At the annual meeting members shall:

- A. Adopt a local program for the ensuing year.
- B. Elect officers and directors, and members of the governance committee.
- C. Adopt a budget.
- D. Transact such other business as may properly come before the meeting.

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Section 3. Board of Directors meetings: At least six (6) meetings shall be held annually at such time and place as the Board may determine. The President may call special meetings and upon the written request of five members of the board, shall call a special meeting. The "written" request may include the use of email. Special meetings may be conducted by electronic means, such as telephone conference call or video conferencing. The use of electronic meetings shall be reserved for those issues needing a decision before an in-person meeting is scheduled, as determined by the President or upon written request of five Board members.

Minutes of special meetings shall be kept and presented at the next regular meeting.

Quorum: A majority of the members of the Board shall constitute a quorum at all regular and special meetings. Any one or more members of the Board may participate in a meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

When a Board decision is required between meetings, the president is authorized to utilize email to seek a decision. All Board actions taken by email shall be documented in the minutes of the next regular Board meeting.

ARTICLE VIII Governance Committee and Elections

Section 1. Governance Committee: The governance committee shall consist of five (5) members, two (2) of whom shall be members of the Board of Directors. The chair shall be the immediate past president; one additional member of the Board of Directors shall be selected by the board to serve on the committee. If the immediate past president is not available to chair the committee, the new chair shall be selected by the sitting governance committee. Three members, at least one of whom shall not be members of the Board, shall be elected at the annual meeting. Nominations for these offices shall be made by the current governance committee. Any vacancy on the governance committee shall be filled by the Board of Directors. Suggestions for nominations for Officers and Directors may be sent to this committee by any voting member.

Section 2. Governance Committee Duties:

- Assess the Board of Director's current composition and identify missing qualities and characteristics.
- Draft a recruitment plan and cultivate new prospects.
- Review and update job descriptions for board members
- Orient new board members and continue to educate all board members of their responsibilities

- Ensures that the board engages in self assessment

Section 3. Report of Governance Committee and Other Nominations: The report of the Governance Committee of its nominations for Officers, Directors and the members of the succeeding Governance Committee, shall be made available to any voting member, requesting it four (4) weeks before the annual meeting and shall be sent to all members at least one (1) week before the date of the annual meeting. The report of the Nominating Committee shall be presented to the annual meeting. Immediately following publication of the slate and at least three days before the Annual Meeting, nominations may be made to the Nominating Committee by any voting member, provided the consent of the nominee shall have been secured.

Section 4. Elections: The elections shall be by ballot, provided that when there is but one (1) nominee for an office, the secretary may be instructed to cast the ballot for that nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX Principles and Programs

Section 1. Principles: The principles and concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local program.

Section 2. Program: The program of the LWVCC shall consist of:

- A. Action to implement the principles and program of LWVUS and LWVF.
- B. Those local governmental issues chosen by the annual meeting for concerted study and action to include but not be limited to Government and Voter Services.
- C. In conducting a local study, LWVCC shall follow the LWVUS guidelines, which direct that positions shall be determined by consensus.

Section 3. Action by the Annual Meeting: The annual meeting shall act upon the program using the following procedures:

- A. The Board of Directors shall consider the recommendations sent in by the voting members six (6) weeks prior to the annual meeting and shall formulate a proposed program.
- B. The proposed program shall be made available to any voting member requesting it four (4) weeks before the annual meeting and shall be sent to all members one (1) week before the annual Meeting.
- C. A majority of voting members present and voting at the annual meeting shall be required for the adoption of issues in the proposed program as presented to the Annual Meeting by the Board of Directors.
- D. Recommendations for program submitted by voting members six (6) weeks prior to the annual meeting, but not included in the proposed program recommended by the Board of Directors, may be considered by the annual meeting provided that:
 - a. The annual meeting shall order consideration by a majority vote and,
 - b. The annual meeting shall adopt the item by a majority vote.

E. Changes in the program, in case of altered conditions, may be made provided that:

- a. Information concerning the Board approved proposed change has been sent to all members at least one (1) week prior to a general membership meeting at which the change is to be discussed, and
- b. Final action by the membership is taken at that meeting.

Section 4. Member Action: Members may act in the name of the League of Women Voters only when authorized to do so by the president. They may act only in conformity with and not contrary to, a position taken by the LWVCC, the LWVF and the LWVUS.

ARTICLE X Amendments

Section 1. Amendments: These bylaws may be amended by a two-thirds (2/3) vote of the voting membership present and voting at the annual meeting, provided that the proposed amendments were submitted to the membership in writing at least one (1) week in advance of the annual meeting.

Revised: April 1981, April 1983, April 1986, April 1990, April 1991, April 1993, April 1994, April 2001, April 2002, April 2004, April 2005, April 2006, April 2007, April 2008, April 2009, April 2010 and April 2011.

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